

APRIL 18, 2002

IN RE: Joint Application of NOW Communications,
Inc. and Trivergent Communications, Inc. for
Approval of an Asset Purchase Agreement.

) AMENDED ORDER
) GRANTING MOTION
) FOR EXPEDITED
) REVIEW AND
) APPROVING ASSET
) PURCHASE
) AGREEMENT

NOW is a privately held Mississippi corporation with corporate offices located in Lawrenceville, Georgia. NOW is a non-dominant carrier that resells local service and intrastate, interstate and international long distance service purchased from various facilities-based carriers. NOW is a certificated interexchange carrier and local service provider in this State having received certification to provide local and long distance

telecommunications services in Docket No. 98-387-C, Order No. 98-949, dated December 3, 1998, as modified by Order No. 2001-969, dated September 27, 2001.

Trivergent is a privately held South Carolina corporation with its principal offices located in Greenville, South Carolina. Trivergent is a non-dominant carrier that, in addition to providing switched-based services, resells local service and intrastate, interstate and international long distance service purchased from various other facilities-based carriers. Trivergent is a certificated interexchange carrier and local service provider in this State having received its certification to provide local and long distance telecommunications services in Docket No. 98-129-C, Order No. 98-395, dated May 29, 1998, as modified by Order No. 99-267, dated April 12, 1999.

According to the record, the Applicants propose a transaction which will accomplish the following:

- a. NOW will buy, and Trivergent will sell, the prepaid residential local exchange customer base of Trivergent; and
- b. In consideration for the above, NOW will pay to Trivergent the purchase consideration as described more fully in the proposed Agreement.

By letter dated February 4, 2002, the Commission's Executive Director instructed the Applicants to publish a prepared Notice of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notice of Filing was to provide notice of the Application to any interested parties and to advise interested parties of the manner and time in which to file pleadings to participate in the docket. The Applicants filed an Affidavit of Publication as proof that they had complied with the

instructions of the Executive Director. No Petitions to Intervene, letters of protest, or comments were received by the Commission with regard to the instant Application.

MOTION FOR EXPEDITED REVIEW

As part of its Application, the Applicants requested expedited review and disposition of the Application in order that the Applicants could consolidate their respective operations as soon as possible. In furtherance of their request for expedited review, the Applicants filed verified testimony about the transaction with the Application. Once the return date expired with no intervention or opposition, the Commission Staff brought the matter to the Commission for consideration.

Upon consideration of the Applicants' request for expedited review, the Commission finds that expedited review should be granted. By their request, the Applicants waive their right to a formal hearing. The Commission finds that notice of the Application was properly afforded to the public and that no interested person sought to become a party to the proceeding. The Commission finds that procedural due process was afforded in this matter and further finds that the Applicants make a knowing waiver of a formal hearing. Therefore, the Commission will consider the Application in the context of its regularly scheduled weekly meeting, with court reporter present, and for purposes of the expedited review, the Commission will deem the examination of the Application and verified testimony during the course of the Commission's regularly scheduled meeting with court reporter present as a hearing on this matter.

EXAMINATION OF THE APPLICATION AND VERIFIED TESTIMONY

By the Application, NOW proposes to acquire the prepaid residential local exchange customer base of TriVergent. NOW intends to notify all current prepaid residential local exchange customers of Trivergent of the proposed transfer of their accounts to NOW. NOW will serve the customers pursuant to NOW's certification previously issued by this Commission to operate in South Carolina. In support of the Application, Applicants filed the verified testimony of R. Scott Seab, Vice President of Regulatory Affairs for NOW.

In his testimony, Seab describes the proposed Asset Purchase Agreement between NOW and Trivergent Communications, Inc. In the proposed Asset Purchase Agreement, NOW will purchase the prepaid local exchange residential customer base of NuVox. According to Seab, most of the acquired customers are in Greenville. NOW will pay NuVox consideration as set forth in the proposed agreement that was filed with the Application. Seab testified further that NOW only has to purchase those customers that voluntarily transfer to NOW from NuVox, and the customers who do so will experience no degradation in or disruption of the same high quality service they currently enjoy.

The testimony also reveals that NOW and NuVox will send a joint notice to the present prepaid residential local exchange customer accounts of NuVox regarding the proposed transfer of customer accounts to NOW via bill inserts. Seab also testified regarding the benefit affected customers will receive from the proposed transaction. According to the testimony, NOW expects that the affected customers will enjoy a higher level of expertise in customer service, because NOW will only provide local telecommunications services. Seab also testified that NOW expects to enjoy enhanced

operating efficiencies as NOW continues to grow via acquisitions of competitors' customer bases. Other reasons the record reveals that the proposed transfer of accounts will serve the public interests are as follows: the transfer of accounts will increase the appeal to present and potential customers because of NOW's greater variety of service offerings; the proposed transfer of accounts may result in cost savings as a result of discounts on quantity ordering of underlying services; a heightened level of operating efficiency will be created to generally serve to enhance the overall capacity of NOW to compete in the marketplace and to provide telecommunications services for a greater number of consumers of South Carolina at competitive rates.

Accordingly, we have examined the testimony and the record of this case, and we hereby approve the proposed transaction, for the above-stated reasons. We believe that the transaction is in the public interest.

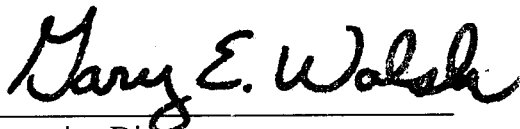
IT IS SO ORDERED.

BY ORDER OF THE COMMISSION:



Chairman

ATTEST:



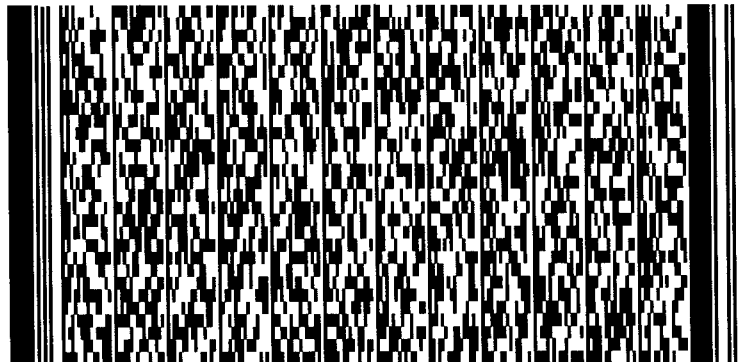
Executive Director

(SEAL)

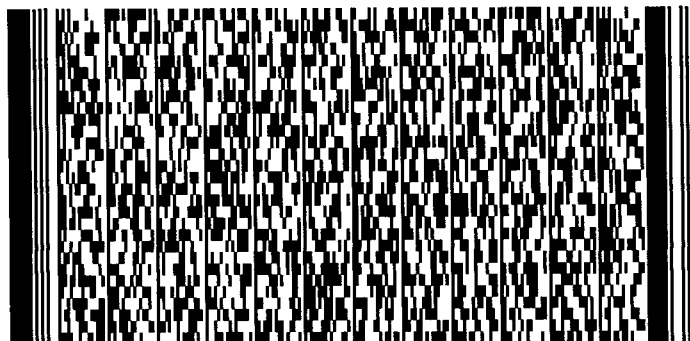
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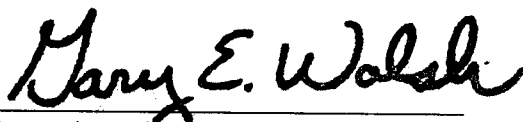
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